

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

UNITED STATES OF AMERICA, *et al.*,

Plaintiffs,

v.

AMERICAN AIRLINES GROUP INC.
and JETBLUE AIRWAYS
CORPORATION,

Defendants.

Civil Action No. 1:21-CV-11558-LTS

**DECLARATION OF THOMAS STANTIAL IN SUPPORT OF NON-PARTY FMR LLC's
UNOPPOSED TO SEAL PROPOSED TRIAL EXHIBITS**

I, Thomas Stantial, make the following declaration pursuant to 28 U.S.C. § 1746.

1. I am Vice President, Investment & Adviser Compliance at FMR LLC ("Fidelity"), non-party to the above captioned proceeding. I have served in this role since 2010. In this role, I design, implement, and manage various aspects of a global compliance program for multiple investment advisers. I have worked at Fidelity since July 1989. The facts set forth in this Declaration are either based on my personal knowledge or I believe them to be true based on my personal investigation.

2. I am familiar with the documents forming the subject of the instant motion (the "Fidelity Confidential Documents"). Fidelity produced these documents in response to a subpoena issued by the United States Department of Justice ("DOJ") and DOJ has placed these documents on its trial exhibit list in the above captioned proceeding.

3. Fidelity is a privately-owned investment management company. Fidelity offers a range of services including fund distribution and investment advice, wealth management, life

insurance, retirement services, and securities execution and clearance. It manages equity, fixed income, and balanced mutual funds for individual investors, businesses, financial advisors, and institutional investors. Based in Boston, Massachusetts, it is one of the largest investment management firms in the United States, with over 26 million customers, \$6.5 trillion in total customer assets, and more than \$2.4 trillion in global assets under management.

4. The asset management industry is a highly competitive industry. I know from my experience at Fidelity that information about Fidelity's proprietary quantitative modeling, qualitative financial analysis, and valuation strategies are highly valuable both to Fidelity's competitors and its customers, and the disclosure of such information would unfairly advantage Fidelity's competitors and harm Fidelity's customers.

5. The Confidential Documents are each "analyst notes" prepared in the ordinary course of business at Fidelity. Analyst notes are documents written by Fidelity analysts to provide internal analysis and purchase or sale recommendations for Fidelity portfolio managers. Analyst notes contain analysts' mental impressions and work product such as financial models, non-public financial analysis, as well as stock valuations, recommendations, and projections. Analyst notes are meant to assist the Fidelity portfolio managers in making investment decisions on behalf of millions of investors, including millions of investors in thousands of retirement plans. Analysts base their recommendations on a variety of factors. They weigh information, ask questions, and employ differing investment strategies—a process which is proprietary and confidential. Analysts operate under the expectation that this process and the resulting analyst notes are maintained as proprietary and confidential by Fidelity. Fidelity portfolio managers are fiduciaries and the basis on which they make investment decisions is highly proprietary and confidential.

6. Fidelity has developed a number of proprietary quantitative models to analyze the financial markets, specific industries, and particular securities in order to inform investment decisions. These internal models are closely guarded corporate secrets. The more refined the financial model, the more successful the financial manager. Therefore, all investment management firms are constantly looking to refine and update their own models, including by using information gleaned from competitors.

7. Fidelity analysts rely on these proprietary quantitative models to inform their investment recommendations. Portfolio managers rely on the models, along with their own qualitative analysis, to inform their trading and portfolio management strategies. Fidelity's models along with its qualitative analysis represent a key comparative advantage in a crowded market of financial services firms. Many of Fidelity's clients specifically seek out Fidelity's services because of their history of developing successful financial models that is combined with reasoned qualitative analysis.

8. Analyst notes often include assessments of management teams and their announced strategies. Analysts can provide uncensored evaluations, even on sensitive subjects, because they expect that these notes will be kept proprietary and confidential. If analyst notes are made public, it could lead to a chilling effect whereby analysts self-censor their impressions of management teams. Fidelity portfolio managers expect that analyst notes will contain the analyst's uncensored opinions. Fidelity portfolio managers rely on candor from analysts in their assessments of particular securities or industries. Such self-censorship would make portfolio managers' trading strategies less effective.

9. FMR-DOJ-AIRLINE-000139 to -000147 is an analyst note. This document is kept confidential in the ordinary course of Fidelity's business and is marked "Fidelity Confidential

Information” on each page. It has not been disclosed to the public. This document provides an overview of an individual analyst’s assessment of the airline industry and includes predication as to the future performance of specific corporations. The document contains charts and tables utilizing the outputs of Fidelity’s proprietary quantitative financial models. The document also contains the mental impressions of its author and reports the statements of specifically identified industry executives. This note also includes information from Fidelity’s travel manager related to Fidelity’s spend with various airlines.

10. FMR-DOJ-AIRLINE-000475 to -000480 is an analyst note. This document is kept confidential in the ordinary course of Fidelity’s business and is marked “Fidelity Confidential Information” on each page. It has not been disclosed to the public. This document provides an overview of an individual analyst’s assessment of the airline industry and includes predication as to the future performance of specific corporations. The document contains charts and tables utilizing the outputs of Fidelity’s proprietary quantitative financial models. The document also contains the mental impressions of its author.

11. FMR-DOJ-AIRLINE-000873 to -000874 is an analyst note. This document is kept confidential in the ordinary course of Fidelity’s business and is marked “Fidelity Confidential Information” on each page. It has not been disclosed to the public. This document provides an overview of an individual analyst’s assessment of the airline industry and includes predication as to the future performance of specific corporations. The document contains charts and tables utilizing the outputs of Fidelity’s proprietary quantitative financial models. The document contains the mental impressions of its author. This document also contains information disclosing Fidelity’s internal ownership limits for an issuer.

I declare under penalty of perjury that the foregoing is true and correct. Executed on September 19, 2022.

/s/ Thomas Stantial

Thomas Stantial